

BYLAWS

OF

READING LIEDERKRANZ GERMAN SINGING  
AND SPORT SOCIETY, INC.

*INCORPORATED 1902 and 1925*  
*Revised 2005 and 2021*

## ARTICLE I NAME AND ADDRESS

Section 1.01. The name of the corporation is: Reading Liederkrantz German Singing and Sport Society, Inc. (the “Club”).

Section 1.02. The location and post office address of the registered office in this Commonwealth is: 143 Spook Lane, Reading, PA 19606; Post Office Box 4338, Reading, PA 19606-4338.

## ARTICLE II OBJECTIVES

Section 2.01. The Club’s purpose is to promote and celebrate German cultural heritage as well as the cultural heritage of other nations which have had an effect or influence on German culture and to provide its members the opportunity to engage in pleasure, recreation and the above mentioned cultural activities.

## ARTICLES III MEMBERS

Section 3.01. Any person of good moral character may become a member of the Club after having attained the age of 21 and shall pay such initiation fees and dues as set by the Board of Trustees (“Trustees”); with the advice and consent of the Board of Directors (“Board”) by majority vote.

Section 3.02. All members shall be permitted to participate in all events, workshops, seminars and similar activities held or sponsored by the Club.

Section 3.03. Any member, following satisfactory completion of a criminal background check in the sole discretion of the Board, may be considered for, and may vote in the election Club office and may vote at any General Membership meeting following eighteen (18) months of continuous active membership.

Section 3.04. The Trustees may, from time to time, establish policies and procedures with respect to payment of dues and removal of members from the membership list due to nonpayment of dues, with advice and consent of the Board.

Section 3.05. Sections. Members may form Sections if the purpose for the Section is congruent with Article II of these Bylaws and the Section is approved by the Board. Each section is responsible for defraying its own expenses unless the Trustees, with the advice and consent of the Board by a majority vote, in its sole discretion, agrees to render financial assistance. All members of each Section must obey all provisions of the Bylaws and any Standing Rules of the Club at all times. Minors may participate in any Section so long as one of

their immediate family members is a member in good standing of the Club.

Section 3.06. Admission of Members. All applications for membership must be in writing, signed by two members of the Club in good standing, and submitted with the appropriate fees. Following receipt of a completed application, an authorized investigator shall interview the applicant (as per the Pennsylvania Liquor Control Board as long as it is required) and determine whether the applicant is recommended for admission by a vote at a general membership meeting, Board meeting, or by electronic mail vote on all applicants circulated to the entirety of the Board. The applicant(s) shall become a full member following an affirmative vote of a majority of the Board.

Section 3.07. Disciplinary Proceedings. Should a member act contrary to the Bylaws, Standing Rules, act in a manner as to subject the Club to potential liability, be convicted of a crime or grave offense before a Court, in the sole and absolute discretion of a majority of the Board, or not make settlement for moneys belonging to the Liederkrantz within seven (7) days after receiving a written demand for same from the Recording Secretary, said member may be sanctioned or expelled.

A charge against a member must be presented at the next Board meeting in person by another member in good standing. The accused shall be notified by the Recording Secretary that they have the right to appear at an appointed time and answer the allegations against them. Following the Board Meeting, an Investigating Committee appointed by the Board shall conduct an inquiry and report their findings to the Board at the next regularly scheduled Board meeting. Should the Investigating Committee determine that the charges are valid, the Board will discuss and vote upon an appropriate disciplinary sanction, ranging from a written warning to expulsion from the Liederkrantz in its sole and absolute discretion. A two-thirds (2/3) vote of members of the Board is required to approve any proposed disciplinary action. A member who is expelled can never again become a member of the Liederkrantz

#### ARTICLE IV BOARD OF DIRECTORS

Section 4.01. General Powers. The Board shall serve to represent the membership of the Club and provide advice and consent, when required, to the Trustees. Each member of the Board has the duty to act in the best interests of the Club.

Section 4.02. Number, Election and Term of Directors. The Board shall be composed of the President, three (3) Vice Presidents, Recording Secretary, Financial Secretary, Treasurer, Assistant Treasurer, the head, or duly appointed representative of each Section, the head of each Committee as per these Bylaws, and the Trustees, who serve in an executive capacity.

Each elected Board position has a term of two years, with the President, First Vice President, Third Vice President, Financial Secretary, and Assistant Treasurer elected in odd-numbered years and the Second Vice President, Recording Secretary and Treasurer elected in even-numbered years. All other Board members serve one year terms.

Section 4.03. Vacancies. Vacancies of the Board shall be filled by an appointment of the President following notification and advice from the Board. Each person selected to fill an existing vacancy shall serve for the balance of the unexpired term.

Section 4.04. Quorum and Manner of Acting. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting. Action of the Board at any meeting shall be authorized by the vote of a majority of the Board present at such meeting or participating via secure connection at the time of the vote if there is a quorum, unless otherwise provided by law or these Bylaws. In the absence of a quorum, a majority of the Board present at such meeting or participating via secure connection may adjourn any meeting from time to time until a quorum is present.

Section 4.05. Place of Meetings. Meetings of the Board may be held in or outside the Commonwealth of Pennsylvania, and may take place virtually via secure connection with members of the Board at various locations.

Section 4.06. Number of Meetings. The Board shall meet at a minimum of once each quarter for regularly scheduled meetings according to a schedule set from time to time by the Board. The Board may meet on other occasions as needed and determined from time to time.

Section 4.07. Compensation. Members of the Board may receive reimbursement of their reasonable out-of-pocket expenses in connection with the performance of their duties.

Section 4.08. Meeting Dates. Dates of regularly scheduled Board meetings shall be published in the newsletter and on the Club's social media pages.

Section 4.09. Conflict of Interest. Whenever any member of the Board or Officer has a financial or personal interest in any matter coming before the Board, the individual in question shall fully disclose the nature of the interest and withdraw from any and all discussion or lobbying concerning the matter in question and abstain on the record from voting on the matter. The minutes of the meeting must accurately reflect the disclosure of the conflict of interest as well as the abstention from voting of the individual in question.

## ARTICLE V OFFICERS

Section 5.01. General. The Officers of the Club shall be a President, three (3) Vice Presidents, Recording Secretary, Financial Secretary, Treasurer, Assistant Treasurer and the Trustees. The Board may require any officer, agent or employee to give security for the faithful performance of duties. All Officers shall be physically present or virtually present via secure connection at all Board meetings. If an Officer is absent from three (3) consecutive Board meetings without a reasonable excuse the officer may be removed from office by 2/3rds vote of the Board.

Section 5.02. Term of Office. The Officers of the Club shall be elected for two year terms as provided in these Bylaws. No Officer shall hold more than one office at a time. An

Officer who has served more than half a term is considered to have served a full term in that office.

Section 5.03. Resignation and Removal of Officers. Any officer may resign at any time. An officer may be removed with or without cause by a vote of  $\frac{3}{4}$  (75%) vote of the entirety of the Board. Any person or persons who are the subject of a removal vote shall not have a vote with respect to his/her/their removal.

Section 5.04. The President. The President shall preside at all business sessions, maintain the Bylaws, represent the Club generally in its outer relations, and sign all documents, with the approval and consent of the Board. If the President is not already conversant with the German language, the President must make an attempt to become familiar with the German language and with the German culture, so as to be able to properly represent and promote the Objectives of the Club set forth in Article II of these Bylaws.

Section 5.05. Vice Presidents. Each Vice President shall have the powers and duties as may be assigned by the President. The Vice Presidents, in numerical succession, shall preside at all meetings of the Board at which the President is not present. The Recording Secretary shall preside at all meetings of the Board at which the President and Vice Presidents are not present.

Section 5.06. The Recording Secretary. The Recording Secretary shall keep minutes of all Trustee and Board meetings, and conduct all correspondence, as well as contact all Board members two weeks in advance of all meetings to assure their attendance. Minutes of the prior meeting shall be circulated at least two weeks in advance of the next meeting.

Section 5.07. The Financial Secretary. The Financial Secretary shall keep a correct list of all members, issue all membership cards, collect all membership funds due the Club, and deliver said funds to the Treasurer. The Financial Secretary shall present a complete annual membership report detailing the previous year at the January General Membership Meeting.

Section 5.08. The Treasurer and Assistant Treasurer. The Treasurer shall be the chief financial officer of the Club and shall be in charge of the Club's books and accounts. Subject to the control of the Trustees, the Treasurer shall have such other power and duties as may be assigned by the Trustees or the President. The Treasurer, his/her assistant or in writing, shall present a report at each Trustee and Board meeting and a full yearly report of Club finances at the March General Membership Meeting. A complete audit may be conducted at any time by a majority vote of the Board of Trustees. The Assistant Treasurer shall aid the Treasurer as deemed necessary by the Treasurer.

## ARTICLE VI BOARD OF TRUSTEES

Section 6.01. The Trustees shall consist of the President, the Treasurer, and four elected Trustees, Bar, Grounds, House and Kitchen. Following a  $\frac{2}{3}$ 's approval vote of the Trustees, and  $\frac{2}{3}$ 's approval of the Board, a Trustee-at-Large may be added to the Trustees, who is appointed by the President. The appointment shall stand until the next election. The Recording Secretary

shall attend all Trustees meetings but shall not be entitled to vote. The Trustees are responsible for the management, financial management, contract approval, establishment of all club policies and procedures, repairs, maintenance, employment, all property of the Club, all securities and investments, and the day-to-day operational decisions of the Club. A 2/3 majority vote of the Trustees, with the advice and consent of a 2/3 majority of the Board, is required to invest the funds of the Club in interest bearing accounts, financial portfolio and/or securities.

Section 6.02. The Trustees shall approve all payments of debt of the Club before being paid by the Treasurer. The manner and fashion of this payment process to be determined by the Trustees.

Section 6.03. All contracts to which the Club is a party must be agreed upon by majority vote of the Board of Trustees, and executed by the President.

Section 6.04. The Trustees shall have oversight over the rental of the hall or any portion of the facilities of the Club.

Section 6.05. The Trustees shall keep an accurate account and inventory of all furnishings and equipment of the Club. It shall further be the responsibility of the Trustees to implement maintenance, and cleaning and cleaning schedules where necessary, of all Club property. Club property shall be maintained at all times.

Section 6.06. The Trustees shall appoint one member of each Section of the club to conduct a yearly informal audit of all financial records of all Sections and report on the results of the audit to the members at the March General Membership Meeting.

Section 6.07. The Trustees shall commission a financial audit of the Club as called for by the Board.

Section 6.08. The Trustees shall be authorized to spend money for repairs to Club equipment and facilities as per limitations placed on the Trustees from time to time by Standing Rule approved by the Board. Any expenditures in excess of the limits placed on the Trustees by Standing Rule must be approved by the Board.

Section 6.09. The term of office for each elected Trustee is two (2) years, with House and Kitchen trustees elected in odd-numbered years and Grounds and Bar trustees elected in even-numbered years.

Section 6.10. Meetings of the Trustees may take place in person, or virtually via secure connection.

## ARTICLE VII COMMITTEES

Section 7.01. Standing Committees. A Standing Committee may be established upon

recommendation of the President, supported by the Trustees, and with the advice and consent of the Board. A simple majority vote by the Board shall be sufficient to establish a Standing Committee. The Chairperson of a Standing Committee shall be a voting member of the Board and shall be appointed by the President, with the advice and consent of the Board. Governance and function of a Standing Committee shall be established by a Standing Rule.

Section 7.02. Special (Select or Ad hoc) Committees. A Special Committee may be established upon recommendation of the President, supported by the Trustees, with the advice and consent of the Board. A simple majority vote by the Board shall be sufficient to establish a Special Committee. The Chairman of a Special Committee shall be a voting member of the Board, and shall be appointed by the President. Governance and function of a Special Committee shall be established by a Standing Rule. Membership of Special Committees is not restricted to members of the Club. A Special Committee shall carry out a specific task. It will not be assigned to perform a task that falls within the assigned function of an existing Standing Committee. At the completion of its assignment it automatically ceases to exist.

Section 7.03. Election Committee. The President shall appoint an Election Committee, prior to the July Board meeting. The Election Committee shall be approved by simple majority of the Board. The names of the Election Committee members shall be posted upon approval at the Club, published on the Club's website, social media and the next newsletter.

The Election Committee shall have the following duties and responsibilities:

- Invite all members to the annual Election meeting, by a posted notice at the Club, published on the Club's website, social media and the subsequent newsletter;
- Post the slate of nominees, no later than the first Monday of October, by posted notice at the Club, on the Club's website, social media and the subsequent newsletter; and,
- Conduct the election at the Annual Election Meeting each November. There shall be no nominations from the floor.

Section 7.04. Investigating Committee. The Investigating Committee shall be appointed by the President with advice and consent, and simple majority vote of the Board, so long as it is required by the Pennsylvania Liquor Control Board. Governance and function of the Investigating Committee shall be established by a Standing Rule.

Section 7.05. Termination of Appointments and Committees. When a new President of the Club takes office all appointments of the prior President are discontinued and committees shall cease to function, unless requested by the new President upon assuming office and announced at the first Board meeting of the new year.

## ARTICLE VIII GENERAL MEMBERSHIP MEETINGS

Section 8.01. Annual Election Meeting. The Annual Election Meeting of the Club shall take place at the November General Membership meeting.

Section 8.02. General Membership Meetings. The General Membership shall meet according to a schedule set by the Board of Directors and shall be posted upon approval at the Club, published on the Club's website, social media and the next newsletter after the November election but before the end of the current calendar year.

## ARTICLE IX BOOKS AND RECORDS

Section 9.01. The Club shall keep correct and complete books and records and shall also keep minutes of the proceedings of its Board, Trustees, and committees having any authority of the Board. All books and records of the Club may be inspected by anyone authorized by law or contract, for any proper purpose at any reasonable time.

Section 9.02. Any and all records, notes, documents, spreadsheets, contracts, policies and procedures, or any other material generated by or circulated to any member of the Trustees, Board, or any Committee constitutes property of the Club. Upon resignation or completion of said member's term of elected office or committee service, any and all materials described herein shall be surrendered to the Recording Secretary or other officer as may be directed by the Board and/or the Trustees.

## ARTICLE X LIABILITY OF DIRECTORS

Section 10.01. From and after January 1987, a director shall not be personally liable for monetary damages as a Director for any action taken or any failure to take action, unless:

- (a) the Director has breached or failed to perform the duties of a Director in accordance with the standard of conduct set forth in Section 8363 of Subchapter F of Chapter 83 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

provided, however, that this provision on liability of directors shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a Director or Trustee for the payment of taxes pursuant to local, state or federal law.

## ARTICLE XI INDEMNIFICATION

Section 11.01. Right to Indemnification. The Club shall indemnify any person who was



or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Trustee, Director or Officer of the Club or is or was serving at the request of the Club as a trustee or director or officer of another corporation, partnership, joint venture, trust or other enterprise, as follows:

(a) if the action, suit or proceeding is not by or in the right of the Club :

(1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein, and

(2) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection therewith if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Club and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) if the action, suit or proceeding is by or in the right of the Club:

(1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein, and

(2) against expenses (including attorneys' fees), judgments, and amounts paid in settlement actually and reasonably incurred by him in connection therewith if he acted in good faith and in a manner he reasonably believed in, or not opposed to, the best interest of the Club, except that no indemnification shall be made in respect of any claim, issue or matter as adjudged to be liable to the Club for recklessness or willful misconduct in the performance of his duty to the Club unless and only to the extent that a court of common pleas of the county in which the registered office of the Club is located or the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

Section 11.02. Procedure to be Followed. Any indemnification under paragraph (a) (2) or (b) (2) of Section 11.01 (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the trustee, director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in such paragraph (a) (2) or (b) (2).

Such determination shall be made (a) by the Trustees with the advice and consent of the Board by a majority vote of a quorum consisting of the Board, who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion, or (c) by the members. In the absence of a determination that indemnification is proper as aforesaid, the Trustee, Director or Officer may apply to a court of common pleas of the county in which the registered office of the Club is located or the court in which the action, suit or proceeding was brought, which shall determine whether the Trustee or Director has met the applicable standard of conduct set forth in such paragraph (a) (2) or (b) (2).

Section 11.03. Payment of Expenses in Advance. Expenses incurred in defending an action, suit or proceeding referred to in Section 11.01 may be paid by the Club in advance of the final disposition of such action, suit or proceeding, if authorized by the Trustees with the advice and consent of the Board, by the members, or by a court in the manner provided in Section 11.02 upon receipt of an undertaking by or on behalf of the Trustee, Director, or Officer (regardless of his financial responsibility) to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in this section.

Section 11.04. Other Rights. The indemnification provided by these bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of members or disinterested Board members or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.05. Insurance. The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or agent of the Club or is or was serving at the request of the Club as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of these bylaws or otherwise.

Section 11.06. Exception. Anything in this Section 11 to the contrary notwithstanding no indemnification shall be required or permitted hereunder if it would constitute "self-dealing" taxable under Section 4941 (d) of the Internal Revenue Code of 1954.

## ARTICLE XII STANDING RULES

Section 12.01. Standing Rules as used in these bylaws relate to the details of the administration and operation of the Club rather than to parliamentary procedure.

Section 12.02. Standing Rules can be adopted or changed upon the same conditions as any ordinary act of the Club by majority of vote at any meeting of the Board following discussion thereof.

Section 12.03. Standing Rules shall be adopted individually if and when the need arises and printed under a separate heading and attached to the bylaws of the Club .

Section 12.04. Standing Rules that deal with parliamentary procedure shall rely on the provisions of the Parliamentary Authority and be maintained by the Secretary of the Club.

### ARTICLE XIII MISCELLANEOUS

Section 13.01. Seal. The Board may adopt a corporate seal, which shall be in the form of a circle and shall bear the Club's name and the year and state in which it is incorporated.

Section 13.02. Fiscal Year. The Trustees shall determine the fiscal year of the Club.

Section 13.03. Offices. The Club shall have a registered office in Pennsylvania at such location as may from time to time be determined by the Board and may have such other offices within or without Pennsylvania as may from time to time be authorized by the Trustees, with the advice and consent of a majority of the Board.

### ARTICLE XIV PARLIAMENTARY AUTHORITY

Section 14.01. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Club may adopt.

### ARTICLE XV AMENDMENT OF BYLAWS

Section 15.01. These Bylaws may be amended by a 75% affirmative vote of the members of the Board and a 75% affirmative vote of the General Membership present during the General Membership meeting where amendment is voted upon.

Section 15.02. Procedure. Following a 75% satisfactory vote in favor of amending the Bylaws at a Board meeting, the proposed alteration to the Bylaws ("Bylaw Amendment") shall be noticed in two consecutive published Club newsletters, posted for three months on the Club website, posted for three months in the Club's property, and submitted for discussion at each General Membership meeting. Any member may make a motion at a General Membership meeting to change the text of the Bylaw Amendment. A three quarters majority vote of the members present at said General Membership meeting is required to change the text of the Bylaw Amendment. Should the Board determine in their sole discretion that the members approved a substantive change to the Bylaw Amendment, the procedure set forth in this section shall be repeated. At the second General Membership meeting following the initial advertisement, the General Membership may adopt the Bylaw Amendment with a 75% majority affirmative vote of all members present. No written, telephone or electronic ballots will be

accepted. To vote, the member, having met all qualifications as a member to vote, must be physically present to cast their vote.